


Shareholders' Meeting

Rules Summary

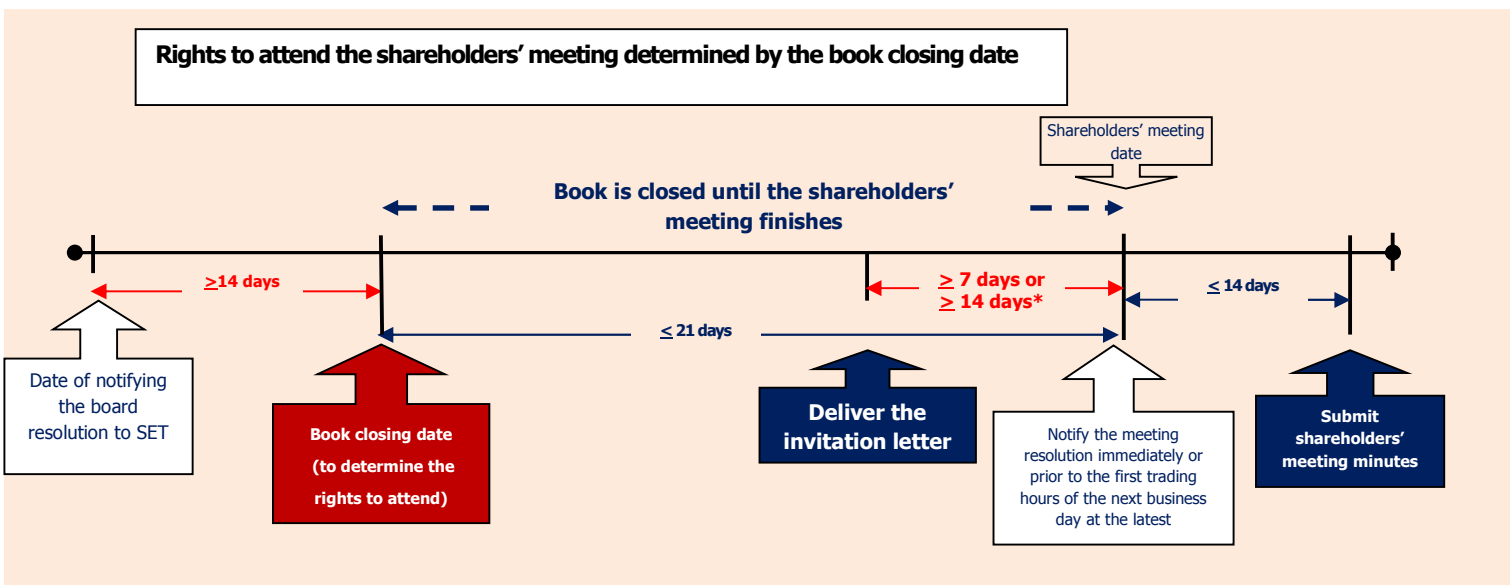
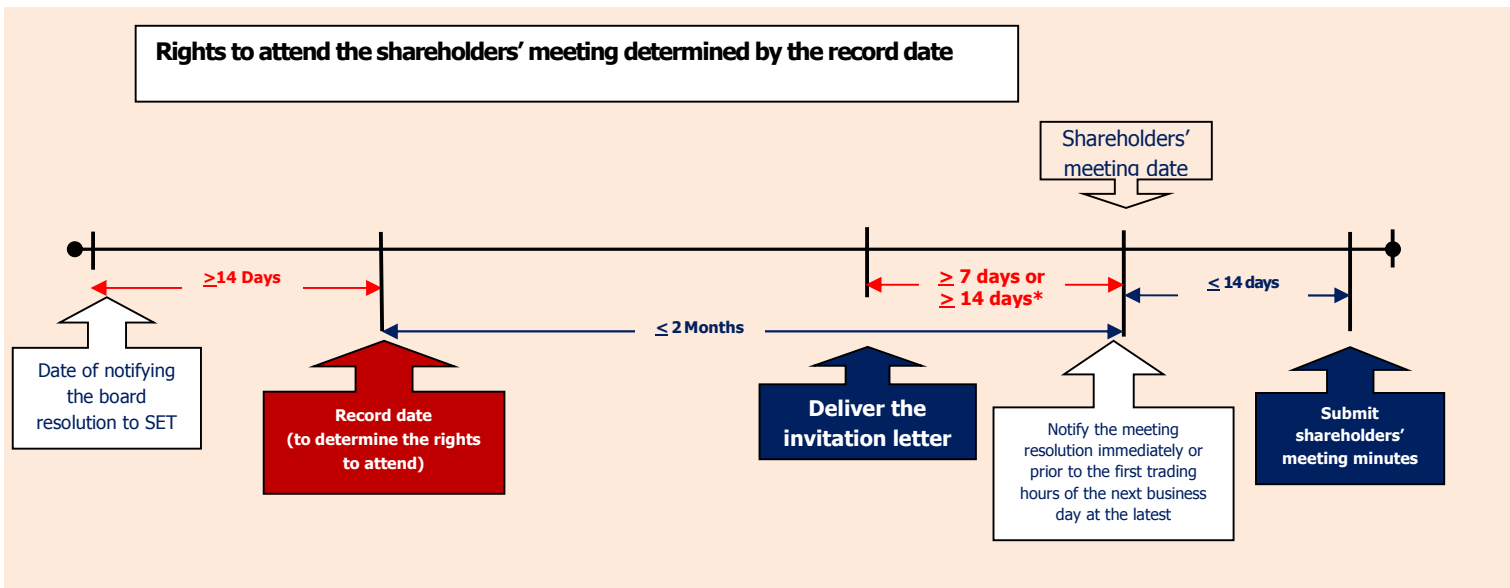
The shareholders' meeting is hosted to provide an opportunity for the shareholders, as the company's owner, to take part in the decision making process of significant topics besides the ones which have been authorized to the company's director e.g. decision on the annual financial statements, dividend payment, appointment of directors. A listed company will have to propose these topics to shareholders in the annual meeting. In addition, in case there is a significant transaction which may affect the company's financial positions, operational performance, or is an important business decision, the shareholders must be included in the decision making process.

Topic	Details
Type of shareholders' meeting	<p>The shareholders' meeting can be divided into two types:</p> <ol style="list-style-type: none"> 1. Ordinary shareholders' meeting: In line with the Public Company Act, the listed company must hold its ordinary shareholders' meeting every year and within four months after its accounting periods ends. 2. Extraordinary shareholders' meeting: The listed company will have to hold an extraordinary shareholders' meeting when there is a significant agenda to propose to shareholders in the period other than ordinary meeting. For example, a listed company held its shareholders' meeting in April 2018. Then, again in June 2018, it is necessary to gain approval from the shareholders in order to proceed. Therefore, an extraordinary shareholders' meeting must be held.
Determining the meeting date and record date	<ul style="list-style-type: none"> • The listed company's board of directors will determine the date for shareholders' meeting as well as the record date (RD) or book-closing date (BC). This date may also entitle shareholder's rights, such as dividend payment or shares from capital increase. • To determine the record date or book closing date, the listed company must notify its shareholders ≥ 14 days in advance of the record date or book closing date.
Information disclosure	<ul style="list-style-type: none"> • The listed company has to inform investors by announcing via SETLink the board's resolutions on shareholders' meeting, agenda, and record date immediately on the day the board had made the resolutions or prior to the first trading hours of the next business day at the latest. • Significant information of the board's resolutions are: <ol style="list-style-type: none"> 1. Date, time, and place of shareholders' meeting 2. Rights determination: <ul style="list-style-type: none"> ○ Determining the record date or book closing date, to entitle the shareholders the rights to attend the meeting, receive dividends (in case dividends will be paid), or other benefits (if any) 3. Agenda of shareholders' meeting: <ol style="list-style-type: none"> 3.1 Consideration at ordinary annual meeting: <ul style="list-style-type: none"> ○ Consider and approve the previous shareholders' meeting minutes ○ Consider and approve annual financial statement ○ Consider profit allocation, and paying/abstain from paying dividends ○ Consider an election of independent directors whose term expires ○ Consider the remuneration of directors ○ Consider an appointment of corporate auditor and auditing fee ○ In case there are other significant agendas, the company must ensure the information provided to shareholders is sufficient and complete

Topic	Details
	<ul style="list-style-type: none"> ○ Others (if any) 3.2 Extraordinary meeting: <ul style="list-style-type: none"> ○ Consider and approve the previous shareholders' meeting minutes ○ In case there are other significant agendas, the company must ensure the information provided to shareholders is sufficient and complete ○ Consider important agenda as per the board's proposal to shareholders
Addition/change of meeting agenda	<ul style="list-style-type: none"> • In case there is an addition, removal, or change of significant meeting agenda, the listed company must notify SET ≥ 14 in advance of the record or book closing date.
Delivery the invitation letter to shareholders' meeting	<ul style="list-style-type: none"> • Delivery period Delivering an invitation letter to shareholders' meeting should consider the following: <ul style="list-style-type: none"> ○ General agenda ≥ 7 days prior to the meeting date ○ Other important agendas The invitation letter should be delivered as per specified regulations. For example, the case of connected transactions, acquisition and disposition of assets, delisting proposal, issuance and offering of shares to the directors and employees, private placement of shares must be delivered ≥ 14 days in advance of the meeting date • The listed company shall deliver a copy of invitation letter sent to shareholders as information to SET via SETLink. • In the event that the shareholders are foreigners, the invitation letter should be in English as well • Information to be displayed in the meeting invitation letter: <ul style="list-style-type: none"> ○ Date, time, and venue of shareholders' meeting ○ Meeting agenda: The listed company must specify clearly in the invitation letter about the objective of each agenda, be it for information or for approval. The agenda should be prioritized, and put in order of event ○ Comments from the board about each agenda proposal. For example, on appointing the director, the board should express how qualified the nominated person is, why and how important the company needs to increase capital, what benefits the shareholders would gain, etc. ○ Power of Attorney Form (as per the Ministry of Commerce specified) <ul style="list-style-type: none"> ▪ Type A in case the agent is authorized to vote on every agenda ▪ Type B in case the agent is authorized to vote on certain agenda ▪ Type C in case the agent is the grantor's custodian ○ Appendix of any agenda to be sent to shareholders to consider
Notifying the meeting resolution	Within the meeting date or prior to the first trading hours of the next business day at the latest, via SETLink to inform investors.
Delivering a copy of meeting minutes to shareholders	Within 14 days from the shareholders' meeting date (for both ordinary and extraordinary shareholders' meeting) via SETLink as information for SET

Topics	Details
	<ul style="list-style-type: none"> - To be perfectly prepared for the shareholders' meeting, please study the AGM Checklist (on Thai Investors' Association, or TIA, website at (http://www.thaiinvestors.com)). The TIA, Listed Company Association, and the Securities and Exchange Commission have cooperated to produce a handbook for listed companies to assess the quality of their shareholders' meeting. - To comply with the good governance principle on shareholders' rights, before the management will hold the board meeting to determine agendas at the shareholders' meeting the following year, the management can notify shareholders in advance via SETLink, so as to include shareholders in proposing the agenda and nominating the board members to the management to consider. - The listed company may notify shareholders via SETLink that they have disseminated the invitation letter along with the annex on the company's website, so as to provide the shareholders sufficient time to consider the agenda and related documents.

Process



*** In case there is an important agenda such as connected transactions, acquisition or disposition of assets, voluntary delisting, issuing securities to the directors or employees, etc.**

Q&As

Question	Answer
<p>1. Does the listed company have to notify the shareholders' meeting via newspaper advertisement?</p>	<p>The listed company must publicize the shareholders' meeting via newspaper advertisement not less than three days before the meeting. Concerning overseas newspaper, it will be per the company's Articles of Association (Public Limited Companies Act, Section 101)</p>
<p>2. In the event that there is someone asking a shareholder with voting right to authorize him/her, how should the listed company do?</p>	<p>Recommended process is as follows:</p> <ol style="list-style-type: none"> 1) Provide additional explanation in the meeting invitation letter regarding the power of attorney, the rights of agent, and what to consider in granting authorization to act on one's behalf. The shareholders will therefore be able to consider the benefits or effects from granting power of attorney. 2) The listed company may nominate at least one independent director as authorized agent, so as to provide an alternative to shareholders. 3) Specify clearly in the shareholders' meeting rule that the agent be required to disclose all details in written form. The information should include profile brief, number of shares authorized, and the reasons why agent is invited, the voting of each agenda. These could be useful information for eligible persons. The views of inviting shareholders over each agenda are also useful material to be sent to the shareholders prior to the meeting.
<p>3. Can the shareholders ask the listed company to hold shareholders' meeting?</p>	<p>The board must hold an ordinary shareholders' meeting when asked by the shareholders whose collective holding is over 10 percent of issued shares. They have to clearly specify in the letter about the outlining matter and reasons why they call for a meeting. Then the board has to hold the shareholders' meeting within 45 days from the date they receive a letter from shareholders. (Public Limited Companies Act, Section 100)</p>
<p>4. How many people in a meeting to be considered a full quorum?</p>	<p>There must be at least 25 attendees, both eligible and authorized shareholders; or no less than half of total shareholders holding no less than one third of the issued shares. (Public Limited Companies Act, Section 103)</p>
<p>5. If, after an hour the meeting has started, the quorum is not full yet, what should the company do?</p>	<p>The meeting organizer must announce that there needs to be another meeting, which is not necessarily in full quorum. If the meeting has actually held by shareholders' request, it could just be cancelled. (Public Limited Companies Act, Section 103)</p>
<p>6. How many votes are needed for each agenda's approval?</p>	<p>There needs to be the majority vote, that means, more than half of the attending shareholders with the voting rights. (Public Limited Companies Act, Section 107)</p>

Question	Answer
7. What agenda needs more than three-quarters of shares held by attending shareholders with the voting rights?	For important agenda such as acquisition or disposal of business, merger, connected transactions, acquisition or disposal of assets, or an authorization to manage the business, the meeting organizer should notify shareholders about who at the meeting are the stakeholders of such cases, who would refrain from voting, and notify total number of shares muted. (Public Limited Companies Act, Section 107)
8. What is an appropriate meeting venue?	The meeting venue must be in the head office area or nearby provinces, with sufficient space to accommodate all attendees fairly. The shareholders should be facilitated if the venue is far from the main transportation route. Moreover, the company can hold the shareholders' meeting through electronic means (e-Meeting), where the company's article of associations does not specifically restrict.
9. How do we know that the attendees are shareholders who are eligible with voting rights as of the book closing date?	The meeting organizer must review documents presented by the registrees before they enter the meeting room e.g checking personal ID card by themselves, checking the power of attorney form against the personal ID of the agent, or checking the passport of shareholders coming from overseas.
10. How long should the meeting organizer allow for registration?	The registration should start two hours ahead of meeting.
11. What should the company do to conduct the voting process and counting shareholders' voices appropriately?	For an agenda that needs voting, normally or secretly, the listed company must clearly specify the voting process, as well as keeping the shareholders aware of the case where their vote can become invalid.
12. When the votes are counted, should the company announce it immediately at the meeting, or after meeting?	To facilitate the meeting with transparency, the meeting organizer should announce the voting scores counted immediately at that session.

Related Regulations

SET's regulations

1. Regulations of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures Governing the Disclosure of Information and Other Acts of Listed Company B.E. 2560 (2017)
2. Regulations of the Stock Exchange of Thailand Re: Procedure for the Disclosure of Information and Submission of Documents of Listed Companies through the Electronic System B.E. 2560 (2017)
3. SET's circular
 - Bor.Jor. (Wor) 20/2013 Re: Guidelines on proposing additional essential agenda for approval in a shareholders' meeting
 - Bor.Jor. (Wor) 2/2024 Re: Revision to the rules of the Stock Exchange of Thailand to enhance supervision of listed companies and disclosure of information

Other organization's regulations

- PUBLIC LIMITED COMPANIES ACT B.E.2535 (Section 98 – Section 108)